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Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning 07/01, 2011, and ending 06/30, 2012 **See separate instructions**

Open to Public Inspection for 501(c)(3) Organizations Only

A Check box if address changed

B Exempt under section
 501(C)(3) 220(e) 530(a) 529(a)

C Book value of all assets at end of year: 67,258,137.

D Employer identification number (Employees' trust, see instructions): 33-0340635

E Unrelated business activity codes (See instructions): 523000

Name of organization (Check box if name changed and see instructions): ALLIANCE HEALTHCARE FOUNDATION

Number, street, and room or suite no. If a P O box, see instructions: 5060 SHOREHAM DRIVE SUITE 350

City or town, state, and ZIP code: SAN DIEGO, CA 92122

F Group exemption number (See instructions)

G Check organization type: 501(c) corporation 501(c) trust 401(a) trust Other trust

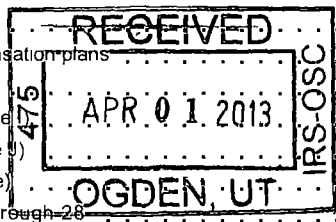
H Describe the organization's primary unrelated business activity: VARIOUS PARTNERSHIP INTERESTS

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation

J The books are in care of: ALLIANCE HEALTHCARE FOUNDATI Telephone number: 858-678-0974

Part I. Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales			
b	Less returns and allowances			
c Balance		1c		
2	Cost of goods sold (Schedule A, line 7)	2		
3	Gross profit Subtract line 2 from line 1c	3		
4a	Capital gain net income (attach Schedule D)	4a		
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c	Capital loss deduction for trusts	4c		
5	Income (loss) from partnerships and S corporations (attach statement)	5	-19,091.	-19,091.
6	Rent income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10	Exploited exempt activity income (Schedule I)	10		
11	Advertising income (Schedule J)	11		
12	Other income (See instructions, attach schedule)	12		
13	Total Combine lines 3 through 12	13	-19,091.	-19,091.

Part II. Deductions Not Taken Elsewhere (See instructions for limitations on deductions) (Except for contributions, deductions must be directly connected with the unrelated business income)			
14	Compensation of officers, directors, and trustees (Schedule K)	14	
15	Salaries and wages	15	
16	Repairs and maintenance	16	
17	Bad debts	17	
18	Interest (attach schedule)	18	
19	Taxes and licenses	19	
20	Charitable contributions (See instructions for limitation rules)	20	
21	Depreciation (attach Form 4562)	21	
22	Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23	Depletion	23	
24	Contributions to deferred compensation plans	24	
25	Employee benefit programs	25	
26	Excess exempt expenses (Schedule J)	26	
27	Excess readership costs (Schedule J)	27	
28	Other deductions (attach schedule)	28	
29	Total deductions Add lines 14 through 28	29	
30	Unrelated business taxable income before net operating loss deduction Subtract line 29 from line 13	30	-19,091.
31	Net operating loss deduction (limited to the amount on line 30)	31	
32	Unrelated business taxable income before specific deduction Subtract line 31 from line 30	32	-19,091.
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)	33	1,000.
34	Unrelated business taxable income Subtract line 33 from line 32 If line 33 is greater than line 32, enter the smaller of zero or line 32	34	-19,091.



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Part III Tax Computation

35 Organizations Taxable as Corporations See instructions for tax computation Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and	
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order) (1) \$ _____ (2) \$ _____ (3) \$ _____	
b Enter organization's share of (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____	
c Income tax on the amount on line 34	35c
36 Trusts Taxable at Trust Rates. See instructions for tax computation Income tax on the amount on line 34 from <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041),	36
37 Proxy tax See instructions	37
38 Alternative minimum tax	38
39 Total Add lines 37 and 38 to line 35c or 36, whichever applies	39

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	89.
c General business credit Attach Form 3800 (see instructions)	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits Add lines 40a through 40d	40e	89.
41 Subtract line 40e from line 39	41	-89.
42 Other taxes Check if from <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule),	42	
43 Total tax Add lines 41 and 42	43	-89.
44 a Payments A 2010 overpayment credited to 2011	44a	
b 2011 estimated tax payments	44b	
c Tax deposited with Form 8868	44c	
d Foreign organizations Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Credit for small employer health insurance premiums (Attach Form 8941)	44f	
g Other credits and payments <input type="checkbox"/> Form 2439 _____ <input type="checkbox"/> Form 4136 _____ <input type="checkbox"/> Other _____ Total ▶	44g	
45 Total payments Add lines 44a through 44g	45	
46 Estimated tax penalty (see instructions) Check if Form 2220 is attached, <input type="checkbox"/>	46	
47 Tax due If line 45 is less than the total of lines 43 and 46, enter amount owed	47	
48 Overpayment If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	89.
49 Enter the amount of line 48 you want Credited to 2012 estimated tax ▶ 89. Refunded ▶	49	

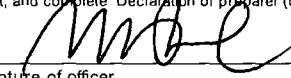
Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts If YES, enter the name of the foreign country here ▶ _____	Yes	No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$ _____		

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ▶

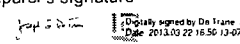
1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold Subtract line 6 from line 5 Enter here and in Part I, line 2.	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4 a Additional section 263A costs (attach schedule)	4a				X
b Other costs (attach schedule)	4b				
5 Total Add lines 1 through 4b	5				

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **3/26/13** **CFO**
 Signature of officer Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print/Type preparer's name JOSEPH S. DE TRANE	Preparer's signature 	Date _____	Check <input type="checkbox"/> if self-employed	PTIN P00329386
Firm's name ▶ GRANT THORNTON LLP	Firm's EIN ▶ 36-6055558	Phone no 415-986-3900		
Firm's address ▶ ONE CALIFORNIA STREET, SUITE 2300 SAN FRANCISCO, CA 94111				

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1 Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Rows (1) through (4) and a Total row.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 4 columns: 1 Description of debt-financed property, 2 Gross income from or allocable to debt-financed property, 3(a) Straight line depreciation, and 3(b) Other deductions. Rows (1) through (4).

Table with 5 columns: 4 Amount of average acquisition debt, 5 Average adjusted basis, 6 Column 4 divided by column 5, 7 Gross income reportable, and 8 Allocable deductions. Rows (1) through (4).

Enter here and on page 1, Part I, line 7, column (A) and (B).

Totals

Total dividends-received deductions included in column 8.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table for Exempt Controlled Organizations with 6 columns: 1 Name of controlled organization, 2 Employer identification number, 3 Net unrelated income, 4 Total of specified payments made, 5 Part of column 4 included in the controlling organization's gross income, and 6 Deductions directly connected with income. Rows (1) through (4).

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7 Taxable Income, 8 Net unrelated income, 9 Total of specified payments made, 10 Part of column 9 included in the controlling organization's gross income, and 11 Deductions directly connected with income. Rows (1) through (4).

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A) and (B).

Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
Totals		Enter here and on page 1, Part I, line 9, column (A)		Enter here and on page 1, Part I, line 9, column (B)

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals		Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)			Enter here and on page 1, Part II, line 26

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I		Enter here and on page 1, Part I, line 11, col (A)	Enter here and on page 1, Part I, line 11, col (B)			Enter here and on page 1, Part II, line 27
Totals, Part II (lines 1-5)						

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			

ATTACHMENT 1FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

ABBOTT CAPITAL PRIVATE EQUITY FUND LP	-2.
ABBOTT CAPITAL PRIVATE EQUITY FUND III LP	30,063.
COMMONFUND CAPITAL PRIVATE EQUITY FUND VI LP	-2,058.
COMMONFUND CAPITAL PRIVATE EQUITY FUND VII LP	-29,624.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, LP	-178.
COMMONFUND CAPITAL NATURAL RESOURCE PARTNERS VII,LP	-17,162.
COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP	-161.
COMMONFUND GLOBAL DISTRESSED INVESTORS, LLC	31.
INCOME (LOSS) FROM PARTNERSHIPS	<u>-19,091.</u>

The Alliance Healthcare Foundation
FYE 6/30/2012
FEIN 33-0340635
Federal Form 990-T

	<u>Net Operating Loss Generated</u>	<u>Carryover From Prior Years</u>	<u>Amount Utilized in Current Year</u>	<u>CARRYOVER TO NEXT YEAR</u>
6/30/2010	7,743			7,743
6/30/2011	7,460			7,460
6/30/2012	19,091	-		19,091
Total	34,294	-		34,294

**ALLIANCE HEALTHCARE FOUNDATION
STATEMENT PURSUANT TO § 1.382-11T (a)
A LOSS CORPORATION
EIN: 33-0340635
FOR THE YEAR ENDED JUNE 30, 2012**

- 1 DATE(S) OF OWNER SHIFTS, EQUITY STRUCTURE SHIFTS, OR § 1 382-2T(A)(2)(I) TRANSACTIONS TO BE DETERMINED
- 2 DATE(S) OF SECTION 382 OWNERSHIP CHANGE(S) TO BE DETERMINED
- 3 AMOUNT OF § 1 382-2 ATTRIBUTES THAT CAUSED THE CORPORATION TO BE A LOSS CORPORATION
NET OPERATING LOSS· SEE ATTACHMENT 2
- 4 THIS STATEMENT DOES NOT INCLUDE AN ELECTION MADE UNDER § 1 382-2T(H)(4)(VI)(B) TO DISREGARD THE DEEMED EXERCISE OF AN OPTION
- 5 THIS STATEMENT DOES NOT INCLUDE AN ELECTION MADE UNDER § 1 382-6(B)(2) TO CLOSE THE BOOKS OF THE LOSS CORPORATION

ALLIANCE HEALTHCARE FOUNDATION
FEIN: 33-0340635
ATTACHMENT TO FORM 990-T
TAX YEAR: 6/30/2012

FEDERAL

CHARITABLE CONTRIBUTIONS CARRYOVER

<u>YEAR</u>	<u>AMOUNT AVAILABLE</u>	<u>AMOUNT UTILIZED</u>	<u>CONVERTED TO NOL CARRYOVER</u>	<u>CARRYOVER TO NEXT YEAR</u>
6/30/2011	2,178,694 *	-	-	2,178,694
6/30/2012	1,530,517	-	-	1,530,517
Total	3,709,211	-	-	3,709,211

*Note The 2010 tax return reported \$ 2,197,480 as the charitable contribution for tax year ended 6/30/11 The amount was adjusted to \$ 2,175,587 because there was a grant refund of (\$18,786) received from a grantee